



FINNISH COMMERCE  
FEDERATION

# The Rules of Finnish Commerce Federation

10.1.2018



## 1 § NAME AND REGISTERED OFFICE

The name of the association is the Finnish Commerce Federation, Kaupan liitto ry, Finsk Handel rf.

In these rules, the association is called the Federation. The registered office of the Federation is Helsinki.

## 2 § PURPOSE

The Federation is a nationwide lobbying organisation in the commerce sector.

The Federation develops the operational preconditions and cooperative action of companies in the commerce sector.

## 3 § ACTIVITIES

To achieve its purpose, the Federation

1. works to ensure the competitiveness of companies in the commerce sector
2. oversees the business and employer interests of its members
3. negotiates and concludes collective agreements in the sector
4. acts amicably to resolve labour disputes
5. serves its members in all employment matters
6. promotes research and teaching in the sector
7. promotes international cooperation in the sector
8. represents the sector in committees and commissions as well as in working groups
9. works in other ways to develop the operating conditions of its members.

## 4 § MEMBERSHIP

Corporate members can be companies in the commerce sector or in the industries that support commerce.

If a corporate member of the Federation carries out activities directly through a separate company controlled by them and registered in Finland in a sector that is or may be represented by the Federation, this company must also be a member of the Federation.

A registered association can apply to become an association member or a partnership association member.

The member companies of the Federation and the partner companies of the partnership association, are, in accordance with their consent, corporate members of the Confederation of Finnish Industries.

Businesses, other organisations or entrepreneurs who do not operate in the commerce sector can become support members. Membership is approved by the Board upon application. The member shall comply with these rules and fulfil its obligations under the decisions taken in accordance with these rules and the agreements concluded by the Federation. Collective agreement obligations under the law apply to corporate members.

## 5 § MEMBERSHIP AND JOINING FEE

The membership and joining fees are decided by the annual federal meeting of the Federation for one calendar year at a time.

The membership fee is levied on corporate members either as a percentage of the salaries paid to those employed in the calendar year preceding the payment or as a percentage of the value added of the members of the company or as a percentage of the salaries and value added. The membership fee may also be set in euros based on the above-mentioned salaries or value

added, or both. In addition, the federal meeting may set limits for either places or value added, or both, below which the membership fee is set in euros. Association members and partnership association members are charged a membership fee, which is the same for everyone.

Supporting members will be charged either a fixed membership fee in euros or a membership fee based on the previous year's turnover of each supporting member.

A member joining in the middle of a calendar year is charged a membership fee only for the months in which the member has been a member.

Based on the membership campaign or for any other reason, the Board has the right to waive or reduce the joining fee and reduce the membership fee.

The reduction in the membership fee may apply for a maximum of the year and the following calendar year after joining the Federation.


If, despite requests, the member does not provide the salary or other information on which the membership fee is based on within a set deadline, the membership fee will be determined by increasing the previous year's membership fee by 20%.

Partner companies do not have an obligation to pay a joining fee or a membership fee.

The joining fee may be a fixed fee in euros or a proportion of the membership fee.

## 6 § INFORMATION TO BE PROVIDED TO THE FEDERATION

A corporate member must provide the Federation with information about the persons employed and the salaries paid to them, the value



added and other information required by the Board.

Association members and partnership association members must provide the Federation with the necessary contact information.

## 7 § BODIES OF THE FEDERATION

Members use their decision-making power in the Federation's matters at the federal meeting.

The Board of Directors, its Executive Committee and the Managing Director are responsible for the implementation of the decisions of the federal meeting and manage the affairs of the Federation in accordance with the division of labour approved by the federal meeting.

## 8 § FEDERAL MEETING

The annual federal meeting is held once a year during May–November.

An extraordinary meeting will be held if

1. the Board deems it necessary;
2. at least one-tenth (1/10) of the members with a right to vote so request in writing from the Board for a separately announced matter; or
3. the federal meeting so decides.

## 9 § INVITATION TO A FEDERAL MEETING

The invitation to the federal meeting shall be sent to the members at least two weeks before the meeting by post, e-mail, fax or newspaper advertisement. The invitation shall list the matters to be dealt with at the meeting.

In case of urgency, an extraordinary meeting may be held the day after the date of the dispatch of the invitation, in which case the invitation must be sent to the members by e-mail, fax, courier or other verifiable means.

## 10 § PROCEDURE AT THE FEDERAL MEETING

The federal meeting is opened by the Chairman of the Board, the Vice Chairman or the Managing Director. The members present and the persons authorised by the members shall then elect the Chairman of the meeting.

A member or their delegate shall have one (1) vote for each euro paid as a membership fee one month prior to the meeting.

The association members and partnership association members can be present, but they have neither a right to speak nor the right to vote in the federal meeting. The support members do not have the right to attend, speak or vote at the federal meeting.

In order to exercise their right to vote, a member or their delegate shall notify the office of the Federation of their attendance in advance by the date specified in the invitation to the meeting.

In matters of substance, the decision shall be the opinion that has received more than half of the votes cast, unless otherwise stated in the provisions of the Associations Act or these rules. In elections, the persons who received the most votes shall be elected, unless there is one person to be elected, in which case more

than half of the votes cast shall be required to be elected. In the event of a tie, the election shall be decided by lot, and in matters of substance, the decision shall be the opinion supported by the Chairman of the meeting.

## 11 § FEDERAL MEETING AGENDA

At the annual federal meeting

1. the Board's report on the activities of the Federation in the previous calendar year is presented
2. the financial statements for the previous calendar year and the auditor's report are presented
3. the approval of the financial statements is decided on
4. the discharge from liability of the Board and the Managing Director from the previous calendar year is decided on
5. the membership and membership fee are decided on
6. the budget for the following calendar year is confirmed
7. the remuneration of the elected members of the Board and the auditor is determined
8. the number of members of the Board to be elected for the following calendar year is confirmed
9. The Chairman, Vice Chairman or Vice Chairmen and other members of the Board and the members of the Executive Committee of the Board, as well as the Chairman and other members of the Election Committee shall be elected.
10. an audit firm or an auditor and a deputy auditor to audit the administration and accounts for the following calendar year is selected.

The annual federal meeting also deals with matters specified in the invitation to the meeting.

The extraordinary meeting will only deal with the matters specified in the invitation to the meeting.

## 12 § ELECTION COMMITTEE

The duty of the Election Committee is to

1. make a proposal to the federal meeting for the election of the Chairman, Vice Chairman or Vice Chairmen of the Federation, members of the Board, Chairman of the Election Committee and other members, and members of the Executive Committee of the Board, and the auditor and deputy auditor or an audit firm;
2. make a proposal to the federal meeting on the candidates of the Federation to the Board of Directors, the Presidium, the Executive Committee and the Election Committee of the Confederation of Finnish Industries (EK); and
3. discuss other tasks assigned to the Election Committee by the federal meeting or the Board.

A person employed by a corporate member who is well acquainted with the activities and tasks of the Federation may be elected as a member of the Election Committee.

Four (4) or five (5) members are elected to the Election Committee.

## 13 § BOARD OF DIRECTORS AND ITS EXECUTIVE COMMITTEE

The Board of the Federation consists of a Chairman, a maximum of three Vice Chairmen and a minimum of ten and a maximum of twenty other members.

The Board may elect and the Board may include the Managing Director of a member company or partner company, a member of the Board or the Executive Board, or a person in a comparable leading position.

The Board convenes at the invitation of the Chairman, Vice Chairman or Managing Director.

A quorum is reached when the Chairman or Vice Chairman and at least one third (1/3) of its other members are present at the meeting.

Matters shall be dealt with by the Chairman of the Board or, in the absence or incapacity, by the Vice Chairman, in accordance with the procedure prescribed by the federal meeting, as applicable.

The Board has an Executive Committee elected by the federal meeting.

## 14 § THE DUTIES OF THE BOARD AND ITS EXECUTIVE COMMITTEE

The Board shall manage the affairs and activities of the Federation in accordance with these rules and the decisions of the federal meeting and shall represent it.

The Board approves collective agreements.

The task of the Executive Committee is to perform the tasks assigned to it by the Board.

## 15 § MANAGING DIRECTOR

The Board of the Federation elects the Managing Director.

The duty of the Managing Director is to

1. prepare matters to be raised at the federal meetings, the Board meetings and the Executive Committee meetings;
2. take care of the implementation

of the decisions of the bodies of the Federation;

3. take care of other duties assigned by the Board;
4. approve collective agreements within the framework of the authorisation given by the Board.

## 16 § SIGNATORY RIGHTS

The Chairman of the Board, the Vice Chairman of the Board and the Managing Director all have the authority to sign on behalf of the Federation separately, as well as by persons appointed by the Board.

## 17 § NOTIFICATION OF A STRIKE OR OTHER LABOUR DISPUTE


A member must immediately notify the Board or the Managing Director of the Federation if a strike or other labour dispute is imminent or has arisen in a member company. The Federation shall take the necessary measures without delay.

## 18 § DECISION ON LABOUR DISPUTES AND OBLIGATION OF MEMBERS TO COMPLY WITH THE FEDERATION'S LABOUR DISPUTE DECISIONS

If a member company of the Federation intends to declare a lockout, it must obtain permission from the Board, which must convene as a matter of urgency. The company must inform the Board of the reasons, scope, effects and conditions for termination of the proposed lockout in writing.

If the Board intends to declare a lockout concerning one or more member companies, the Board must take into account the effects of





the lockout on the industry as a whole when making a decision.

Member companies must comply with the lockout decision made by the Board, if the Board has not granted permission to deviate from the decision upon a separate application. The Board decides on the termination of the lockout.

When the Board declares a lockout, a permit must be obtained from the Board of the Confederation of Finnish Industries (EK).

#### **19 § PROHIBITION OF EMPLOYING PERSONS ON STRIKE OR ON LOCKOUT**

During an industrial action, a member may not use or assist those who have engaged in an industrial action when working for another employer or who are on lockout.

#### **20 § RESIGNATION OF A MEMBER FROM THE FEDERATION**

A member who wishes to resign from the Federation shall notify the Board or its Chairman in writing or orally for entry in the minutes of the federal meeting.

Membership shall be deemed to end on the last day of June or December following the first six months after the notification of resignation.

A member must resign from the Federation as soon as a company ceases to exist, after a transfer of business has taken place or when a company goes bankrupt.

#### **21 § REMOVAL OF A MEMBER FROM THE FEDERATION**

If a member fails to fulfil their obligations as a member or if their proceedings significantly impede the operation of the Federation, the Board may dismiss the member.

#### **22 § MEMBERSHIP FEE AT THE TERMINATION OF MEMBERSHIP**

The resigning member shall pay the membership fees until the resignation takes effect and the expelled member shall pay the membership fees determined by the time of the resignation.

A member who has resigned or been expelled shall not be entitled to the funds of the Federation.

#### **23 § AMENDMENT OF THE RULES AND DISSOLUTION OF THE FEDERATION**

These rules may be amended in the federal meeting if at least three quarters (3/4) of the votes cast are in favour of the proposed amendment.

A proposal to dissolve the Federation shall be deemed approved if at least three quarters (3/4) of the votes cast have been cast in favour of the proposal at two consecutive federal meetings at least one month apart.

If the Federation is dissolved or disbanded, its funds must be used for a purpose close to the Federation's activities, as decided by the last federal meeting.



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